

ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION

ANNUAL REPORT MAILING LABEL - MAKE CHANGES AS NECESSARY

W-03476A
Aubrey Water Company
PO Box 961089
Ft. Worth, TX 76161

RECEIVED

APR 14 2006

Z Corporation Commissic
Director of Utilities

ANNUAL REPORT

FOR YEAR ENDING

12	31	2005
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FOR COMMISSION USE

ANN04	05
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entered
4-14-06
RF

COMPANY INFORMATION

Company Name (Business Name) <u>BN Leasing dba Aubrey Water Company</u>		
Mailing Address <u>P.O. Box 961089</u>		
<u>Fort Worth</u> (City)	<u>TX</u> (State)	<u>76161-0089</u> (Zip)
<u>817-352-3415</u> Telephone No. (Include Area Code)	<u>817-352-3434</u> Fax No. (Include Area Code)	 Pager/Cell No. (Include Area Code)
Email Address <u>rich.williamson@the-river.com</u>		
Local Office Mailing Address <u>P.O. Box 65646</u>		
<u>Tucson</u> (City)	<u>AZ</u> (State)	<u>85728</u> (Zip)
<u>520-275-2236</u> Local Office Telephone No. (Include Area Code)	<u>520-615-7704</u> Fax No. (Include Area Code)	 Pager/Cell No. (Include Area Code)
Email Address _____		

MANAGEMENT INFORMATION

Management Contact: <u>James J. O'Neil James J. O'Neil</u>		
<u>P.O. Box 961089</u> (Street)		<u>TX</u> (State)
<u>46</u> Telephone No. (Include Area Code)	<u>520-615-7704</u> Fax No. (Include Area Code)	<u>76161-0089</u> Pager/Cell No. (Include Area Code)
Email Address _____		
On Site Manager: <u>Richard S. Williamson</u>		
<u>P.O. Box 65646</u> (Street)		<u>AZ</u> (State)
<u>520 275-2236</u> Telephone No. (Include Area Code)	<u>520 615-7704</u> Fax No. (Include Area Code)	<u>85728</u> Pager/Cell No. (Include Area Code)
Email Address <u>rich.williamson@the-river.com</u>		

☐ Please mark this box if the above address(es) have changed or are updated since the last filing.

Statutory Agent: <u>CT Corporation System</u>			
(Name)			
<u>3225 N. Central Ave.</u>	<u>Phoenix</u>	<u>AZ</u>	<u>85012</u>
(Street)	(City)	(State)	(Zip)
<u>602-277-4792</u>			
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Pager/Cell No. (Include Area Code)	
Attorney: <u>Jeffrey Crockett, Snell & Wilmer</u>			
(Name)			
<u>One Arizona Center</u>	<u>Phoenix</u>	<u>AZ</u>	<u>85004-0001</u>
(Street)	(City)	(State)	(Zip)
<u>602-382-6234</u>	<u>602-382-6070</u>		
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Pager/Cell No. (Include Area Code)	

☐ Please mark this box if the above address(es) have changed or are updated since the last filing.

OWNERSHIP INFORMATION

Check the following box that applies to your company:

- | | |
|---|--|
| <input type="checkbox"/> Sole Proprietor (S) | <input checked="" type="checkbox"/> C Corporation (C) (Other than Association/Co-op) |
| <input type="checkbox"/> Partnership (P) | <input type="checkbox"/> Subchapter S Corporation (Z) |
| <input type="checkbox"/> Bankruptcy (B) | <input type="checkbox"/> Association/Co-op (A) |
| <input type="checkbox"/> Receivership (R) | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Other (Describe) _____ | |

COUNTIES SERVED

Check the box below for the county/ies in which you are certificated to provide service:

- | | | |
|-------------------------------------|---|-----------------------------------|
| <input type="checkbox"/> APACHE | <input type="checkbox"/> COCHISE | <input type="checkbox"/> COCONINO |
| <input type="checkbox"/> GILA | <input type="checkbox"/> GRAHAM | <input type="checkbox"/> GREENLEE |
| <input type="checkbox"/> LA PAZ | <input type="checkbox"/> MARICOPA | <input type="checkbox"/> MOHAVE |
| <input type="checkbox"/> NAVAJO | <input type="checkbox"/> PIMA | <input type="checkbox"/> PINAL |
| <input type="checkbox"/> SANTA CRUZ | <input checked="" type="checkbox"/> YAVAPAI | <input type="checkbox"/> YUMA |
| <input type="checkbox"/> STATEWIDE | | |

COMPANY NAME

*Aubrey Water Company*UTILITY PLANT IN SERVICE

Acct. No.	DESCRIPTION	Original Cost (OC)	Accumulated Depreciation (AD)	O.C.L.D. (OC less AD)
301	Organization			
302	Franchises			
303	Land and Land Rights			
304	Structures and Improvements			
307	Wells and Springs	<i>108,620</i>	<i>63,934</i>	<i>44,686</i>
311	Pumping Equipment			
320	Water Treatment Equipment			
330	Distribution Reservoirs and Standpipes	<i>221,567</i>	<i>221,567</i>	<i>0</i>
331	Transmission and Distribution Mains			
333	Services			
334	Meters and Meter Installations			
335	Hydrants			
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment	<i>42,987</i>	<i>21,495</i>	<i>21,492</i>
340	Office Furniture and Equipment			
341	Transportation Equipment			
343	Tools, Shop and Garage Equipment			
344	Laboratory Equipment			
345	Power Operated Equipment			
346	Communication Equipment			
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	TOTALS	<i>373,174</i>	<i>306,986</i>	<i>66,178</i>

This amount goes on the Balance Sheet Acct. No. 108

COMPANY NAME

*Aubrey Water Company***CALCULATION OF DEPRECIATION EXPENSE FOR CURRENT YEAR**

Acct. No.	DESCRIPTION	Original Cost (1)	Depreciation Percentage (2)	Depreciation Expense (1x2)
301	Organization			
302	Franchises			
303	Land and Land Rights			
304	Structures and Improvements			
307	Wells and Springs	<i>108,620</i>	<i>10%</i>	<i>10,862</i>
311	Pumping Equipment			
320	Water Treatment Equipment			
330	Distribution Reservoirs and Standpipes	<i>221,567</i>	<i>Totally Depreciated</i>	
331	Transmission and Distribution Mains			
333	Services			
334	Meters and Meter Installations			
335	Hydrants			
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment	<i>42,987</i>	<i>10%</i>	<i>4,299</i>
340	Office Furniture and Equipment			
341	Transportation Equipment			
343	Tools, Shop and Garage Equipment			
344	Laboratory Equipment			
345	Power Operated Equipment			
346	Communication Equipment			
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	TOTALS	<i>373,174</i>		<i>15,161</i>

This amount goes on the Comparative Statement of Income and Expense
Acct. No. 403.

COMPANY NAME

*Aubrey Water Company***BALANCE SHEET**

Acct No.		BALANCE AT BEGINNING OF YEAR	BALANCE AT END OF YEAR
	ASSETS		
	CURRENT AND ACCRUED ASSETS		
131	Cash	\$	\$
134	Working Funds		
135	Temporary Cash Investments		
141	Customer Accounts Receivable		
146	Notes/Receivables from Associated Companies		
151	Plant Material and Supplies		
162	Prepayments		
174	Miscellaneous Current and Accrued Assets		
	TOTAL CURRENT AND ACCRUED ASSETS	\$ <u>0</u>	\$ <u>0</u>
	FIXED ASSETS		
101	Utility Plant in Service	\$ <u>373,174</u>	\$ <u>373,174</u>
103	Property Held for Future Use		
105	Construction Work in Progress		
108	Accumulated Depreciation – Utility Plant	<u>291,835</u>	<u>306,996</u>
121	Non-Utility Property		
122	Accumulated Depreciation – Non Utility		
	TOTAL FIXED ASSETS	\$ <u>81,339</u>	\$ <u>66,198</u>
	TOTAL ASSETS	\$ <u>81,339</u>	\$ <u>66,198</u>

NOTE: The Assets on this page should be equal to Total Liabilities and Capital on the following page.

COMPANY NAME

*Aubrey Water Company***BALANCE SHEET (CONTINUED)**

Acct. No.		BALANCE AT BEGINNING OF YEAR	BALANCE AT END OF YEAR
	LIABILITIES		
	CURRENT LIABILITIES		
231	Accounts Payable	\$	\$
232	Notes Payable (Current Portion)		
234	Notes/Accounts Payable to Associated Companies		
235	Customer Deposits	<i>2625</i>	<i>2625</i>
236	Accrued Taxes		
237	Accrued Interest		
241	Miscellaneous Current and Accrued Liabilities		
	TOTAL CURRENT LIABILITIES	\$ <i>2625</i>	\$ <i>2625</i>
	LONG-TERM DEBT (Over 12 Months)		
224	Long-Term Notes and Bonds	\$	\$
	DEFERRED CREDITS		
251	Unamortized Premium on Debt	\$	\$
252	Advances in Aid of Construction		
255	Accumulated Deferred Investment Tax Credits		
271	Contributions in Aid of Construction		
272	Less: Amortization of Contributions		
281	Accumulated Deferred Income Tax		
	TOTAL DEFERRED CREDITS	\$	\$
	TOTAL LIABILITIES	\$ <i>2625</i>	\$ <i>2625</i>
	CAPITAL ACCOUNTS		
201	Common Stock Issued	\$ <i>1000</i>	\$ <i>1000</i>
211	Paid in Capital in Excess of Par Value		
215	Retained Earnings	<i>77,214</i>	<i>62,553</i>
218	Proprietary Capital (Sole Props and Partnerships)		
	TOTAL CAPITAL	\$ <i>78,214</i>	\$ <i>63,553</i>
	TOTAL LIABILITIES AND CAPITAL	\$ <i>81,339</i>	\$ <i>66,178</i>

COMPANY NAME Aubrey Water CompanyCOMPARATIVE STATEMENT OF INCOME AND EXPENSE

Acct. No.	OPERATING REVENUES	PRIOR YEAR	CURRENT YEAR
461	Metered Water Revenue	\$ 108,557	\$ 103,188
460	Unmetered Water Revenue		
474	Other Water Revenues <i>Bulk Wtr. For Resale*</i>		8,202
	TOTAL REVENUES	\$ 108,557	\$ 111,386
	OPERATING EXPENSES		
601	Salaries and Wages	\$	\$
610	Purchased Water		
615	Purchased Power		
618	Chemicals		6,350
620	Repairs and Maintenance	29,831	43,967
621	Office Supplies and Expense		3,250
630	Outside Services	72,000	30,300
635	Water Testing		1,624
641	Rents		24,750
650	Transportation Expenses		7,550
657	Insurance - General Liability		
659	Insurance - Health and Life		
666	Regulatory Commission Expense - Rate Case	8500	
675	Miscellaneous Expense		
403	Depreciation Expense	15,161	15,161
408	Taxes Other Than Income	8,026	7,403
408.11	Property Taxes	6646	6,343
409	Income Tax		
	TOTAL OPERATING EXPENSES	\$ 139,864	\$ 146,498
	OPERATING INCOME/(LOSS)	\$ (31,307)	\$ (35,112)
	OTHER INCOME/(EXPENSE)		
419	Interest and Dividend Income	\$	\$
421	Non-Utility Income		
426	Miscellaneous Non-Utility Expenses		
427	Interest Expense		
	TOTAL OTHER INCOME/(EXPENSE)	\$	\$
	NET INCOME/(LOSS)	\$ (31,307)	\$ (35,112)

* Previously included in "Metered Water Revenue".
Reported separately this year for Sales Tax purposes.

COMPANY NAME Aubrey Water Company

SUPPLEMENTAL FINANCIAL DATA
Long-Term Debt

	LOAN #1	LOAN #2	LOAN #3	LOAN #4
Date Issued	<u>NONE</u>			
Source of Loan				
ACC Decision No.				
Reason for Loan				
Dollar Amount Issued	\$	\$	\$	\$
Amount Outstanding	\$	\$	\$	\$
Date of Maturity				
Interest Rate	%	%	%	%
Current Year Interest	\$	\$	\$	\$
Current Year Principle	\$	\$	\$	\$

Meter Deposit Balance at Test Year End

\$ NONE *

Meter Deposits Refunded During the Test Year

\$ NONE

* Customers are not charged a deposit for replacement meters due to age of meters.

COMPANY NAME

*Aubrey Water Company*WATER COMPANY PLANT DESCRIPTIONWELLS

ADWR ID Number*	Pump Horsepower	Pump Yield (gpm)	Casing Depth (Feet)	Casing Diameter (Inches)	Meter Size (inches)	Year Drilled
<i>55-627275</i>	<i>30</i>	<i>200</i>	<i>400 ±</i>	<i>16</i>	<i>4</i>	<i>1940</i>
<i>55-627276</i>	<i>30</i>	<i>200</i>	<i>400 ±</i>	<i>16</i>	<i>4</i>	<i>1940</i>

* Arizona Department of Water Resources Identification Number

OTHER WATER SOURCES

Name or Description	Capacity (gpm)	Gallons Purchased or Obtained (in thousands)
<i>N/A.</i>		

BOOSTER PUMPS		FIRE HYDRANTS	
Horsepower	Quantity	Quantity Standard	Quantity Other
<i>30</i>	<i>3</i>	<i>15</i>	<i>5</i>
<i>15</i>	<i>1</i>		

STORAGE TANKS		PRESSURE TANKS	
Capacity	Quantity	Capacity	Quantity
<i>30,000 gallons</i>	<i>1</i>	<i>3000 gals.</i>	<i>1</i>
<i>210,000 gallons</i>	<i>1</i>		

COMPANY NAME

*Aubrey Water Company***WATER COMPANY PLANT DESCRIPTION (CONTINUED)****MAINS**

Size (in inches)	Material	Length (in feet)
2	PVC	3560
3		
4	PVC	9600
5		
6	PVC	4,800
8		
10		
12		
1-2 1/2	Galv.	14,580
4-6	CIP	15,600

CUSTOMER METERS

Size (in inches)	Quantity
5/8 X 3/4	235
3/4	
1	2
1 1/2	3
2	4
Comp. 3	
Turbo 3	
Comp. 4	
Turbo 4	
Comp. 6	
Turbo 6	

For the following three items, list the utility owned assets in each category.

TREATMENT EQUIPMENT:*3 Chlorine Injection pumps & solute storage tanks.***STRUCTURES:***2 pump buildings
1 storage building***OTHER:**

COMPANY NAME: Hubley Water Company

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2005

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED (Thousands)
JANUARY		4,830,000	Well Meter OUT OF SERVICE UNDER Repairs
FEBRUARY		1,579,000	
MARCH		1,364,000	
APRIL		3,783,000	
MAY		3,420,000	5,199,100
JUNE		1,571,000	6,288,000
JULY		2,137,000	5,705,000
AUGUST		5,942,000	6,323,100
SEPTEMBER		4,380,000	5,146,700
OCTOBER		4,114,000	6,195,200
NOVEMBER		2,857,000	3,787,100
DECEMBER		3,420,000	4,584,200
TOTAL		39,417,000	44,984,400 *

* 8 month total.

Is the Water Utility located in an ADWR Active Management Area (AMA)?

() Yes (X) No

Does the Company have an ADWR Gallons Per Capita Per Day (GPCPD) requirement?

() Yes (X) No

If yes, provide the GPCPD amount: _____

What is the level of arsenic for each well on your system. .03 + .04 mg/l
(If more than one well, please list each separately.)

Note: If you are filing for more than one system, please provide separate data sheets for each system.

COMPANY NAME _____ YEAR ENDING 12/31/2005

PROPERTY TAXES

Amount of actual property taxes paid during Calendar Year 2005 was: \$ 6,343

Attach to this annual report proof (e.g. property tax bills stamped "paid in full" or copies of cancelled checks for property tax payments) of any and all property taxes paid during the calendar year.

If no property taxes paid, explain why. _____

01-000-0507239		BNSF VENDOR CORP		14009880	
INVOICE NUMBER	AMOUNT	DISC.	NET AMOUNT		
6546	2,984.05	.00	2,984.05		
TOTALS		2,984.05	.00	2,984.05	

YAVAPAI COUNTY TREASURER
255 EAST GURLEY STREET
PRESCOTT AZ 86301

AUTHORIZED SIGNATURE
JP Morgan Chase Bank
6040 Tarbell Road
Syracuse, NY 13206

14009880 0213093791601860513

5127267

01-000-0507239		ANSF VENDOR CORP		13915184
INVOICE NUMBER	AMOUNT	DISC.	NET AMOUNT	
5867	3,359.12	.00	3,359.12	
TOTALS		3,359.12	.00	3,359.12

LIBREY WATER

YAVAPAI COUNTY TREASURER
255 EAST GURLEY STREET
PRESCOTT AZ 86301

AUTHORIZED SIGNATURE
JP Morgan Chase Bank
6040 Tarbell Road
Syracuse, NY 13206

13915184 0213093791601860513

**VERIFICATION
AND
SWORN STATEMENT**
Taxes

RECEIVED

APR 14 2006

Z Corporation Commission
Director of Utilities

VERIFICATION

STATE OF TX
I, THE UNDERSIGNED
OF THE

COUNTY OF (COUNTY NAME) <u>Tarrant</u>
NAME (OWNER OR OFFICIAL) TITLE <u>James J O'Neil</u>
COMPANY NAME <u>DBA Aubrey Water Company</u>

DO SAY THAT THIS ANNUAL UTILITY PROPERTY TAX AND SALES TAX REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

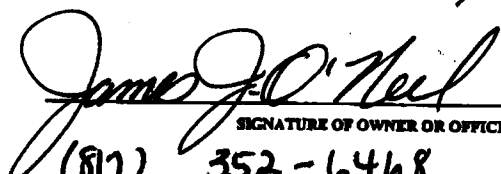
MONTH	DAY	YEAR
12	31	2005

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

I HEREBY ATTEST THAT ALL PROPERTY TAXES FOR SAID COMPANY ARE CURRENT AND PAID IN FULL.

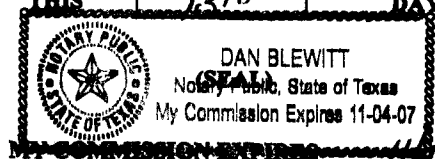
I HEREBY ATTEST THAT ALL SALES TAXES FOR SAID COMPANY ARE CURRENT AND PAID IN FULL.


SIGNATURE OF OWNER OR OFFICIAL
(817) 352-6468
TELEPHONE NUMBER

SUBSCRIBED AND SWORN TO BEFORE ME

A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS 13TH DAY OF



COUNTY NAME <u>Tarrant</u>	
MONTH <u>April</u>	YEAR <u>2006</u>


SIGNATURE OF NOTARY PUBLIC

COMPANY NAME Aubrey Water Company YEAR ENDING 12/31/2005

INCOME TAXES

For this reporting period, provide the following:

Federal Taxable Income Reported 0
Estimated or Actual Federal Tax Liability 0

State Taxable Income Reported 0
Estimated or Actual State Tax Liability 0

Amount of Grossed-Up Contributions/Advances:

Amount of Contributions/Advances 0
Amount of Gross-Up Tax Collected 0
Total Grossed-Up Contributions/Advances 0

Decision No. 55774 states, in part, that the utility will refund any excess gross-up funds collected at the close of the tax year when tax returns are completed. Pursuant to this Decision, if gross-up tax refunds are due to any Payer or if any gross-up tax refunds have already been made, attach the following information by Payer: name and amount of contribution/advance, the amount of gross-up tax collected, the amount of refund due to each Payer, and the date the Utility expects to make or has made the refund to the Payer.

CERTIFICATION

The undersigned hereby certifies that the Utility has refunded to Payers all gross-up tax refunds reported in the prior year's annual report. This certification is to be signed by the President or Chief Executive Officer, if a corporation; the managing general partner, if a partnership; the managing member, if a limited liability company or the sole proprietor, if a sole proprietorship.

James J. O'Neil
SIGNATURE

APRIL 13, 2006
DATE

JAMES J. O'NEIL
PRINTED NAME

ASST. VICE PRESIDENT
TITLE

**VERIFICATION
AND
SWORN STATEMENT**
Intrastate Revenues Only

RECEIVED
APR 14 2006
Z Corporation Commission
Director of Utilities

VERIFICATION

STATE OF TX
I, THE UNDERSIGNED
OF THE

COUNTY OF (COUNTY NAME) <u>Tarrant</u>
NAME (OWNER OR OFFICIAL) TITLE <u>James J. O'Neil</u>
COMPANY NAME <u>DBA Aubrey Water Company</u>

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

MONTH	DAY	YEAR
12	31	2005

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENT OF TITLE 40, ARTICLE 8, SECTION 40-401, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS DURING CALENDAR YEAR 2005 WAS:

Arizona Intrastate Gross Operating Revenues Only (\$)

\$ ~~111,386~~ 111,386

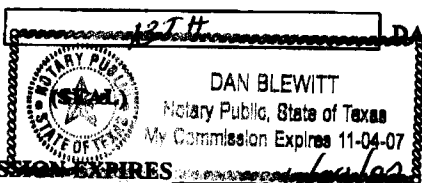
(THE AMOUNT IN BOX ABOVE
INCLUDES \$ 7403
IN SALES TAXES BILLED, OR COLLECTED)

****REVENUE REPORTED ON THIS PAGE MUST INCLUDE SALES TAXES BILLED OR COLLECTED. IF FOR ANY OTHER REASON, THE REVENUE REPORTED ABOVE DOES NOT AGREE WITH TOTAL OPERATING REVENUES ELSEWHERE REPORTED, ATTACH THOSE STATEMENTS THAT RECONCILE THE DIFFERENCE. (EXPLAIN IN DETAIL)**

SUBSCRIBED AND SWORN TO BEFORE ME

A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS



MY COMMISSION EXPIRES

James J. O'Neil
SIGNATURE OF OWNER OR OFFICIAL
817-352-6468
TELEPHONE NUMBER

COUNTY NAME <u>TARRANT</u>	
MONTH <u>April</u>	YEAR <u>2006</u>

[Signature]
SIGNATURE OF NOTARY PUBLIC

**VERIFICATION
AND
SWORN STATEMENT
RESIDENTIAL REVENUE
INTRASTATE REVENUES ONLY**

RECEIVED

APR 14 2006

Z Corporation Commission
Director of Utilities

VERIFICATION

STATE OF ARIZONA

I, THE UNDERSIGNED

OF THE

COUNTY OF (COUNTY NAME) <u>Tarrant (TX)</u>	
NAME (OWNER OR OFFICIAL) <u>James J. O'Neil</u>	TITLE <u>Vice President + Secretary</u>
COMPANY NAME <u>DBA Aubrey Water Company</u>	

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

MONTH	DAY	YEAR
12	31	2005

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENTS OF TITLE 40, ARTICLE 8, SECTION 40-401.01, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS RECEIVED FROM RESIDENTIAL CUSTOMERS DURING CALENDAR YEAR 2005 WAS:

ARIZONA INTRASTATE GROSS OPERATING REVENUES

\$ 114,386

**(THE AMOUNT IN BOX AT LEFT
INCLUDES \$ 7403
IN SALES TAXES BILLED, OR COLLECTED)**

***RESIDENTIAL REVENUE REPORTED ON THIS PAGE
MUST INCLUDE SALES TAXES BILLED.**

James J. O'Neil
SIGNATURE OF OWNER OR OFFICIAL
817-352-6468
TELEPHONE NUMBER

SUBSCRIBED AND SWORN TO BEFORE ME

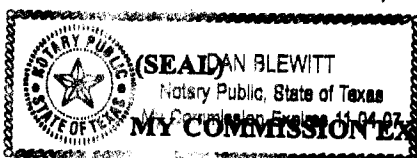
A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS

15TH

DAY OF

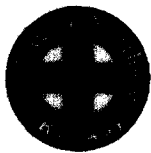
NOTARY PUBLIC NAME <u>DAN BLEWITT</u>	
COUNTY NAME <u>TARRANT</u>	
MONTH <u>APR</u>	.20 <u>06</u>



**(SEAL) DAN BLEWITT
Notary Public, State of Texas
My Commission Expires 11/04/07
MY COMMISSION EXPIRES 11/04/07**

X

[Signature]
SIGNATURE OF NOTARY PUBLIC

BNSF

JUDY A. CUMMINGS
Director of Taxes

Burlington Northern Santa Fe

2500 Lou Menk Drive
PO Box 961089
Fort Worth, TX 76161-0089

Direct Line: (817) 352-3415
Facsimile: (817) 352-3434
Email: judy.cummings@bnsf.com

EXPRESS MAIL (EV 566989045 US)
RETURN RECEIPT REQUESTED

April 13, 2006

Compliance Section
Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

RECEIVED

APR 14 2006

Z Corporation Commission
Director of Utilities

RE: Burlington Northern Leasing Company (dba Aubrey Water Company)

Dear Sir or Madam:

We are enclosing the Annual Report for Aubrey Water Company for the year ending December 31, 2005.

If you have any questions, please do not hesitate to contact me by phone or email.

Sincerely,

Judy Cummings